

**BEFORE
THE PUBLIC SERVICE COMMISSION
OF
SOUTH CAROLINA**

Joint Application of)
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)

MegaPath Corporation)
and)
GC Pivotal, LLC d/b/a Global Capacity)

Docket No. _____

)
for Approval to Participate in an Asset)
Transfer Transaction)
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_____)

APPLICATION

I. INTRODUCTION

MegaPath Corporation (“MegaPath”) and GC Pivotal, LLC d/b/a Global Capacity (“Global Capacity” and together with MegaPath, “Applicants”), by their undersigned counsel, request approval, to the extent necessary, and pursuant to S.C. Code §§ 58-9-300 and 58-9-310, from the South Carolina Public Service Commission (“Commission”) to participate in a transaction whereby MegaPath will 1) transfer certain of its network assets and non-telephone service customers to Global Capacity (the “Transaction”), 2) discontinue its provision of services in South Carolina; and 3) cancel its Certificate of Public Convenience and Necessity (“Certificate”) issued by the Commission. MegaPath and Global Capacity anticipate and are working towards a closing on or before December 31, 2014, with the changes effective January 1, 2015, and accordingly request expedited approval of this Application. Further, in the event that the Commission is unable to approve this Application prior to the completion of the Transaction, Applicants request

that the Commission grant the approval on a *nunc pro tunc* basis such that the approval is effective upon the completion of the Transaction.

In support of this Application, Applicants state:

I. DESCRIPTION OF THE APPLICANTS

A. MegaPath Corporation

MegaPath Corporation (“MegaPath”) is a Virginia corporation with principal offices at 6800 Koll Center Parkway, Suite 200, Pleasanton, CA 94566. MegaPath is a leading nationwide provider of integrated voice and data communications. MegaPath offers commercial DSL, Voice over IP (“VoIP”), T1, Ethernet, Web hosting, managed security, IP and dial-up, wireless broadband, and bundled VoIP and data services to small medium-sized businesses, enterprise businesses through MegaPath’s network and through Internet Service Providers, value-added resellers, telecommunications carriers and affinity groups, as well as commercial DSL, T1, Ethernet, and other data services to wholesale customers who provide their own services using the MegaPath network.

In South Carolina, MegaPath is authorized to provide local exchange and interexchange telecommunications services pursuant to Commission authorization issued in Docket No. 2000-0133-C, Order No. 2000-0513. MegaPath is also authorized by the Federal Communications Commission (“FCC”) to provide international and domestic interstate telecommunications services as a non-dominant carrier.

CCGI Holding Corporation (“CCGI Holding”) is a Delaware corporation with offices located at 555 Anton Blvd., Ste. 200, Costa Mesa, CA 92626. CCGI Holding is the parent company of MegaPath. CCGI is privately held by investors, including Platinum Equity LLC (“Platinum”). Neither CCGI Holding nor Platinum offer any regulated telecommunications

services. Platinum is a privately held Delaware limited liability company with offices located at 360 North Crescent Drive, Beverly Hills, California 90210. Platinum is a global firm specializing in the merger, acquisition, and operation of companies that provide services and solutions to customers in a broad range of business markets, including information technology, telecommunications, logistics, manufacturing, and entertainment distribution.

B. GC Pivotal, LLC

GC Pivotal, LLC, d/b/a Global Capacity (“Global Capacity”) is a Delaware limited liability company with principal offices located at 180 North LaSalle Street Suite 2430 Chicago, IL 60601. Global Capacity improves the efficiency and reduces the cost of buying access networks globally. Through its One Marketplace, Global Capacity brings together customers and suppliers in an automated platform that provides ubiquitous access network solutions that deliver on its brand promise – Connectivity Made Simple.

In South Carolina, Global Capacity is authorized to provide local exchange and interexchange telecommunications services pursuant to Commission authorization issued in Docket No. 2011-109-C. Global Capacity is also authorized by the FCC to provide international and domestic interstate telecommunications services as a non-dominant carrier.

Global Capacity is a portfolio company of Pivotal Group (“Pivotal”), a leading investment corporation headquartered in Phoenix, Arizona, that concentrates on private equity and real estate investments. Pivotal does not offer any regulated telecommunications services.

II. CONTACT INFORMATION

For the purposes of this Application, contacts for the Applicants are as follows:

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III. REQUEST FOR APPROVAL FOR APPLICANTS TO PARTICIPATE IN A TRANSFER OF ASSETS AND CUSTOMERS

MegaPath and Global Capacity entered into a Membership Interest Purchase Agreement dated as of September 5, 2014 (the “Agreement”) whereby Global Capacity intends to obtain certain network assets and certain customers served by those assets from MegaPath (the “Transaction”). The assets to be transferred consist of MegaPath’s network, composed of equipment in the company’s collocation spaces (*e.g.*, DSLAMs, routers, cable, and racks), applications used to provide service, equipment related to the company’s points of presence and transport, wholesale and certain direct access customers and their respective contracts, and other associated assets (the “Subject Assets”). MegaPath does not intend to transfer its certifications and other authority to provide telecommunications services to Global Capacity; nor will it undergo a transfer of control

as a result of this Transaction. As MegaPath will no longer require its authority to provide telecommunications in the state following the close of the Transaction, MegaPath requests that the Commission cancel its authority upon notice of consummation of the Transaction.

The Applicants emphasize that the customers being transferred are data broadband service customers and not telephone voice service customers. As no voice service customers are being transferred to Global Capacity as a result of the Transaction, and since Global Capacity will not be providing voice service to any customers, the FCC and Commission anti-slamming and/or mass migration rules do not apply to the customer transfer taking place as part of the Transaction. Nonetheless, the Applicants intend to notify customers of the assignment of their service and contracts to Global Capacity as provided in their existing service contract, or at least 30 days prior to such transfer. In the interest of assuring seamless and uninterrupted service, all of the assigned customers will continue to receive service from Global Capacity under the same rates, terms and conditions of service as were previously provided by MegaPath. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and any applicable federal and state notice and tariff requirements.

IV. PUBLIC INTEREST CONSIDERATIONS

The proposed Transaction described herein is consistent with the public interest and will not impair the ability of the Applicants to perform services to the public. The Transaction will result in the assignment of certain network assets and the customers served by those assets (*i.e.* broadband data customers) to a company with a history of providing high quality communications services. Global Capacity's operations are overseen by a well-qualified management team with substantial telecommunications experience and technical expertise.

The Transaction is structured to assure an orderly transition of customers from MegaPath to Global Capacity. In accordance with the terms of their service contracts and the rules and procedures of the Commission and applicable state(s), affected customers will be properly notified of the Transaction and the change in their telecommunications services provider from MegaPath to Global Capacity. In addition, immediately following consummation of the Transaction, Global Capacity will continue to provide service to customers with no immediate change in their rates or terms and conditions of service. The Transaction will therefore be virtually transparent and seamless to the affected customers in terms of the services they currently receive.

V. CONCLUSION

For the reasons stated above, the Applicants submit that the public interest, convenience and necessity will be furthered by expeditious Commission approval of this Application, request that the Commission approve the Application, and grant such other and further relief as is just and proper.

Respectfully submitted,

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